

6. Name of Assignor / Transferor

Name:	Rural Cellular Corporation	Phone Number:	320-808-2000
DBA Name:		Fax Number:	320-808-2102
Street:	3905 Dakota Street SW	E-Mail:	dnace@fclaw.com
City:	Alexandria	State:	MN
Country:	USA	Zipcode:	56308
Attention:	David Nace		

7. Name of Assignee / Transferee

Name: Celco Partnership

Phone Number: 202-589-3768

DBA Name:

Fax Number: 202-589-3750

Street: 1120 Sanctuary Pkwy

E-Mail: Network.
Regulatory@verizonwireless.com

Ste 150 GASASREG

City: Alpharetta

State: GA

Country: USA

Zipcode: 30004

Attention: Michael Samsock

8a. Is a fee submitted with this application?

- ☒ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for Commission consent to the transfer of control of Rural Cellular Corporation's interests in three international Section 214 authorizations to Celco Partnership d/b/a Verizon Wireless.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(f) of the rules?

☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one Percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

☒ Yes ☐ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

☒ Yes ☐ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

☒ Yes ☐ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☒ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☐ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

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20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign-carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

☒ Yes ☐ No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party.

☒ Yes ☐ No
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

☒ Yes ☐ No

CERTIFICATION

26. Printed Name of Assignor / Transferor
Rural Cellular Corporation

29. Printed Name of Assignee / Transferee
Cello Partnership

27. Title (Office Held by Person Signing)
President and Chief Executive Officer

30. Title (Office Held by Person Signing)
VP and Deputy Gen. Counsel - Regulatory Law

28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files)
Richard Ekstrand

31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files)
John T. Scott, III

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In re Applications of)	
)	
RURAL CELLULAR CORP., Transferor,)	
)	
and)	___ Docket No. ___
)	
CELLCO PARTNERSHIP dba VERIZON)	
WIRELESS, Transferee)	
)	
for Consent to the Transfer of Control of)	
Commission Licenses and Authorizations)	
Pursuant to Sections 214 and 310(d) of the)	
Communications Act)	

**APPLICATION FOR TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Cellco Partnership d/b/a Verizon Wireless ("Cellco"), and its wholly-owned subsidiary Airtouch Cellular ("Airtouch") (jointly hereinafter "Verizon Wireless" – FRN 0003290673), and Rural Cellular Corporation ("RCC" – FRN 0003715919) (collectively "the Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24 of the Commission's Rules (47 C.F.R. § 63.24), hereby request Commission consent to the transfer of control to Verizon Wireless of RCC's interests in various Section 214 authorizations.¹ The Applicants request streamlined processing pursuant to Section 63.12 of the Commission's rules (47 C.F.R. § 63.12).

Information responsive to the format of the IBFS Main Form application follows.

¹ The Applicants are concurrently filing individual applications on FCC Form 603 to transfer control of radio station authorizations and spectrum leases controlled by RCC.

ANSWER TO QUESTION 10 - Section 63.18(c)-(d):

- (c) Correspondence concerning this application should be sent to:

Transferor:

Elizabeth L. Kohler
Rural Cellular Corporation
3905 Dakota Street, S.W.
Post Office Box 2000
Alexandria, MN 56308
Tel: 802-654-5093

With a copy to:

David Nace
Lukas, Nace, Gutierrez & Sachs, Chartered
1650 Tysons Blvd.
Suite 1500
McLean, VA 22102
Tel: 703-584-8661
Fax: 703-584-8695

Transferee:

Michael Samscock
Counsel
1300 I Street, N.W., Suite 400 West
Washington, DC 20005
Tel: 202-589-3768
Fax: 202-589-3750

With a copy to:

Nancy J. Victory
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
Tel: 202-719-7344
Fax: 202-719-7049

- (d) RCC holds two international Section 214 authorizations, which are the subject of this transfer application: File Nos. ITC-214-19980401-00220 and ITC-214-19940224-00114.

Verizon Wireless holds a number of international Section 214 authorizations, including File Nos. ITC-214-19960422-00159 (switched resale), ITC-214-19960924-00461 (limited global facilities-based); ITC-214-1996-1008-00504 (switched resale); ITC-94-275 (switched resale); ITC-214-19961004-00492; ITC-214-19961118-00579; ITC-ASG-20011119-00609; ITC-ASG-20011119-00610; ITC-T/C-19960815-00382; ITC-T/C-19991015-00689; ITC-ASG-20001229-00763; ITC-ASG-20001229-00764; ITC-ASG-20001229-00765; ITC-ASG-20001229-00766; ITC-ASG-20001229-00767; ITC-ASG-20001229-00768; ITC-ASG-20001229-00769; ITC-ASG-20001229-00770; ITC-214-20040826-00343; and ITC-ASG-20051219-00508.

ANSWER TO QUESTION 11 – Section 63.18(h)

The ultimate 10 percent or greater interest holders in transferee, Verizon Wireless, are Verizon Communications Inc. (“Verizon”) and Vodafone Group Plc (“Vodafone”).

Verizon Communications Inc.

140 West Street

New York, NY 10007

Principal Business: Holding company that owns operating subsidiaries that provide a range of communications services.

Citizenship: Delaware (U.S.) Corporation

Percentage Held: 55 percent indirect interest

Vodafone Group Plc

Vodafone House

The Connection

Newbury

Berkshire RG14 2FN

U.K.

Principal Business: Wireless, Competitive Fixed and Satellite Telecommunications Services

Citizenship: United Kingdom

Percentage Held: 45 percent indirect interest

No other person or entity holds a ten percent or greater direct or indirect interest in Verizon Wireless.

There are no interlocking directorates between Verizon Wireless and a foreign carrier.

ANSWER TO QUESTION 13 – Narrative of Transfer of Control and Public Interest Statement

See Description of Transaction, Public Interest Showing and Related Requests and Demonstrations.

ANSWER TO QUESTION 14 – Section 63.18(i)

Verizon Wireless certifies that it is not a foreign carrier, as that term is defined by Section 63.09 of the Commission's Rules.

Verizon Wireless certifies that, through its ownership by Verizon and Vodafone, it is affiliated with the following foreign carriers:²

Name of the affiliated foreign carrier:	Countries in which carrier is authorized to provide telecommunications services to the public
GTE Far East (Services) Limited ("GTEFE")	Japan, Hong Kong
Verizon Global Solutions Ireland Limited ("GS-Ireland")	Ireland
Verizon Global Solutions Holdings V Limited ("GS-Japan") ³	Japan

² In February 2007, a Verizon Communications subsidiary entered into a joint venture with Videocon Group, an Indian company, to form Verizon Communications India Private Limited. This newly formed company does not currently hold any telecommunications authorizations, and therefore is not a foreign carrier affiliate, as defined by Section 63.09 of the Commission's rules. The newly formed company has, however, applied for a license in India to provide National Long Distance (NLD) and International Long Distance (ILD) services. Upon grant of this license, Verizon will inform the Commission of the new foreign carrier affiliation.

Verizon was previously affiliated with Compañía Anónima Nacional Teléfonos de Venezuela, a telecommunications provider in Venezuela, and Gibtelecom Limited, a telecommunications provider in Gibraltar. Verizon has since sold its interest in these carriers. Petitions filed by both Verizon and Verizon Wireless notifying the Commission of the termination of these affiliations and seeking non-dominant classification on the relevant routes are currently pending with the agency.

³ GS-Japan is a Bermuda corporation with a branch office doing business in Japan. It is registered in Japan under the trade name Verizon Global Solutions Japan. GS-Japan holds a
(continued on next page)

Name of the affiliated foreign carrier:	Countries in which carrier is authorized to provide telecommunications services to the public
Verizon Global Solutions UK Limited ("GS-UK")	United Kingdom
Vodafone Albania Sh.A	Albania
Verizon Argentina, SRL	Argentina
Verizon Australia Pty Limited	Australia
Vodafone Network Pty Limited	Australia
Verizon Austria GmbH	Austria
NV Verizon Belgium Luxembourg S.A.	Belgium, Luxembourg
Verizon (Botswana) (Pty) Limited	Botswana
Verizon Telecomunicações do Brasil Limitada	Brazil
WorldCom Canada Limited	Canada
MCI International Chile S.A.	Chile
UUNET International (Chile) Ltda	Chile
Verizon Colombia S.A. (f/k/a MCI Colombia, S.A.)	Colombia
Verizon Czech s.r.o.	Czech Republic
Verizon Denmark A/S	Denmark
Vodafone Egypt Telecommunications S.A.E.	Egypt
Verizon Finland Oy	Finland
Verizon France SAS	France
Verizon Deutschland GmbH	Germany
Vodafone D2 GmbH; Arcor AG & Co.	Germany
Verizon Hellas Telecommunications Single Member LLC	Greece
Verizon Hong Kong Limited	Hong Kong
Verizon Hungary Telecommunications LLC	Hungary
Vodafone Hungary (Vodafone Magyarország Mobil Távközlési Részvénytársaság)	Hungary
Verizon Ireland Limited	Ireland
Vodafone Ireland Limited (formerly Eircell)	Ireland
Verizon Italia S.p.A.	Italy
Vodafone Omnitel N.V.	Italy
Verizon Japan Limited	Japan
Verizon Communications Japan Limited	Japan
Verizon International Japan Limited	Japan
Verizon UUNET Japan Ltd.	Japan
UUNET (Kenya) Limited	Kenya
Verizon Korea Limited	Korea
Vodafone Malta Limited	Malta
Verizon (Namibia) (Pty) Limited	Namibia
Verizon Nederland BV	Netherlands
Vodafone Libertel B.V.	Netherlands
Verizon New Zealand Limited	New Zealand
Vodafone New Zealand Limited	New Zealand
Verizon Norway AS	Norway

telecommunications license in Japan, and is thus considered a Japanese "foreign carrier" under the Commission's rules.

Name of the affiliated foreign carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:
Verizon Panama S.A.	Panama
Verizon Peru SRL	Peru
Verizon Polska Sp. z o.o.	Poland
Verizon Portugal Sociedade Unipessoal, Lda	Portugal
Vodafone Portugal-Comunicações Pessoais, S.A. (formerly Telecel)	Portugal
MCI (CIS) LLC	Russia
Verizon Communications Singapore Pte Ltd.	Singapore
UUNET Singapore Pte Limited	Singapore
Verizon South Africa (Pty) Limited	South Africa
Verizon Spain S.L.	Spain
Verizon Sweden AB	Sweden
Verizon Taiwan Co. Limited	Taiwan
Verizon International Telecommunications Commerce LLC	Turkey
Verizon UK Limited	United Kingdom
Vodafone Limited	United Kingdom
Verizon Venezuela, S.A.	Venezuela
UUNET Zambia Limited	Zambia

ANSWER TO QUESTION 15 – Section 63.18(j):

Verizon Wireless hereby certifies that it is not a foreign carrier in any destination market, and does not control a foreign carrier in any destination market.

Verizon Wireless hereby certifies that it provides international telecommunications services to all of the destination markets identified in response to Question 14 above in which Vodafone and/or Verizon controls a foreign carrier.

ANSWER TO QUESTION 16 – Section 63.18(k)

All the destination markets identified in response to Question 15 above are WTO Member countries. The Commission has determined that the affiliated foreign carriers lack market power in the above-mentioned foreign countries in all markets. As noted in footnote 2, Verizon Wireless was previously affiliated with foreign carriers in Venezuela and Gibraltar that were considered by the Commission to have market power in the destination countries. Verizon

no longer has ownership interests in carriers in Gibraltar or Venezuela, and Verizon Wireless has filed petitions with the Commission seeking non-dominant treatment on these routes.⁴ With regard to all other routes, the Commission has previously determined that Verizon Wireless is entitled to non-dominant treatment on all international routes pursuant to Section 63.10(a)(3) of the Commission's rules.⁵

The foreign carriers affiliated with Verizon Wireless by virtue of Vodafone's 45 percent ownership interest – those in Albania, Australia, Egypt, France, Germany, Greece, Hungary, Ireland, Italy, Malta, the Netherlands, New Zealand, Portugal, Spain, Sweden, and the United Kingdom – are all either mobile wireless carriers or competitive wireline carriers, each of which has far less than 50 percent market share in the international transport and the local access in their respective countries. Moreover, Verizon Wireless provides only resold international services to these destinations. Therefore, and as the Commission has already determined, Verizon Wireless is entitled to non-dominant treatment on all of these routes pursuant to Sections 63.10(a)(3) and (a)(4) of the Commission's rules.⁶

Verizon Wireless is also entitled to non-dominant regulation on those affiliated routes where its parent company Verizon holds indirect ownership interests. The Commission has already determined that Verizon and its subsidiaries – including Verizon Wireless – qualify for non-dominant classification on all of these routes to the extent they provide service by reselling

⁴ See *supra* n.2.

⁵ See *infra* 7-8.

⁶ See 47 C.F.R. §§ 63.10(a)(3), (4); see also *In re Applications of Vodafone AirTouch, Plc, and Bell Atlantic Corporation for Consent to Transfer of Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, DA 00-721, ¶ 18 (WTB/IB rel. March 30, 2000); File Nos. FCN-NEW-20000831-00048, FCN-NEW-20000608-00036.

unaffiliated facilities-based carriers' international switched services.⁷ As Verizon Wireless will continue to provide international service in this manner, and would acquire no additional foreign carrier affiliations by virtue of this transaction with RCC, Verizon Wireless remains subject to non-dominant regulation on all international routes pursuant to Section 63.10(a)(4).

ANSWER TO QUESTION 20 – Section 63.18(p)

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules (47 C.F.R. § 63.12). As discussed above, the Commission has already determined, as to the foreign carrier affiliations that result from both Verizon's 55 percent and Vodafone's 45 percent ownership, that Verizon Wireless is entitled to non-dominant treatment.⁸ Verizon Wireless will acquire no additional foreign carrier affiliations as a result of this transaction. This application is subject to streamlined processing pursuant to Section 63.12(c)(1)(i)-(iv) of the Commission's rules, and Applicants hereby agree not to consummate the proposed transfer of control unless and until the Commission consents to the transfer of control of the associated wireless licenses.

⁷ See *GTE Corporation, Transferor, and Bell Atlantic Corporation, Transferee, Application For Consent to Transfer Control of Domestic and International Sections 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, Memorandum Opinion and Order, 15 FCC Rcd 14032 ¶¶ 406-422 (2000); *Public Notice*, Report No. FCN-00035, DA 00-2220 (September 28, 2000) (foreign carrier affiliation in Spain); *Public Notice*, Report No. FCN-00052, DA 01-1893 (August 9, 2001) (foreign carrier affiliation in Albania, Ireland, and Japan); *Public Notice*, Report No. FCN- 00054, DA 01-2044 (August 30, 2001) (foreign carrier affiliation in Belgium, Germany, Ireland, Netherlands, United Kingdom).

⁸ See 47 C.F.R. §§ 63.10(a)(3), (a)(4).

CONCLUSION

For the reasons set forth above, the public interest, convenience and necessity would be furthered by grant of this application. As requested herein, the Commission should thus consent to the transfer of control to Verizon Wireless of the international Section 214 authorizations held by RCC.

Respectfully submitted,

RURAL CELLULAR CORPORATION

VERIZON WIRELESS

By: /s/ Richard Ekstrand
Richard Ekstrand
President and Chief Executive Officer
Rural Cellular Corporation
3905 Dakota Street, S.W.
Post Office Box 2000
Alexandria, MN 56308
(320) 762-2000

By: /s/ John T. Scott, III
John T. Scott, III
Vice President and Deputy General
Counsel – Regulatory Law
1300 I Street, N.W., Suite 400 West
Washington, DC 20005
(202) 589-3760

September 4, 2007

**DESCRIPTION OF TRANSACTION,
PUBLIC INTEREST SHOWING
AND RELATED REQUESTS AND DEMONSTRATIONS**

SUMMARY

Cellco Partnership d/b/a Verizon Wireless, with its wholly-owned subsidiary AirTouch Cellular (collectively, "Verizon Wireless"), and Rural Cellular Corp. ("RCC"), hereby request FCC consent to transfer control of the radio station licenses, leases, and international 214 authorizations held by RCC and its subsidiaries to Verizon Wireless. As the Commission is aware, Verizon Wireless has agreed to acquire RCC through a proposed transaction that will result in RCC becoming a wholly-owned subsidiary of AirTouch and an indirect, wholly-owned subsidiary of Cellco Partnership. This lead application, with the related applications, request Commission consent to the proposed transaction and demonstrate that the acquisition is clearly in the public interest, convenience and necessity. Accordingly, the Applicants urge the Commission to act promptly to grant the requested consents.

As explained in further detail below, the requested consents would permit the acquisition of RCC—a rural wireless carrier—by Verizon Wireless. This transaction has substantial, cognizable public interest benefits for RCC customers, Verizon Wireless customers, and other consumers in the RCC markets and nationally:

- For RCC's existing customers, in addition to Verizon Wireless's award winning network quality and customer care, the transaction will facilitate access to Evolution-Data Optimized Revision A ("EvDO Rev. A") high speed broadband technology being deployed by Verizon Wireless, as well as provide access to a broader range of content, applications, devices, and service plans. Verizon Wireless has technical expertise, financial resources, and economies of scope and scale that can be leveraged for the benefit of RCC's customers.
- For Verizon Wireless's existing customers, the transaction promises expanded, seamless network coverage with a uniform look and feel and greater deployment of—and increased capacity for—broadband EvDO Rev. A data services. Indeed, RCC provides services in territories within parts of 15 states covering nearly 7.2 million pops in rural America, many of which are adjacent to major metropolitan areas currently served by Verizon Wireless. In fact, the proposed transaction will enable Verizon Wireless to enter eight new cellular market areas ("CMAs"), and parts of

twenty-two other CMAs, where RCC is licensed and Verizon Wireless holds no cellular or broadband Personal Communications Service ("PCS") spectrum.

- For consumers in RCC coverage areas, the transaction provides a stronger national competitor—including, in a number of regions, the first or second national carrier to enter the market—and the benefits of enhanced competition.

The public interest benefits of the proposed transaction are discussed in detail in Section II (B) below.

The proposed transaction will also enhance, not harm, competition. The Applicants have, in Section II(C), discussed the appropriate product market definition and geographic scope of review. The Applicants believe strongly that developments in the wireless marketplace require expanding the relevant market to be examined both geographically and with respect to spectrum assets under review. Nonetheless, the Applicants have, in the interest of expedited processing, also evaluated the effects of the merger on the traditional CMA basis examining 800 MHz cellular, 2 GHz PCS, and 800 MHz specialized mobile radio spectrum. As shown in the licensed footprint map attached as Attachment 2, RCC's licenses largely cover areas where Verizon Wireless currently has no cellular or PCS spectrum. In those areas where licensed coverage between the two carriers does overlap, the overwhelming majority of those overlaps do not even rise to the threshold 70 MHz requiring further review. And, as discussed on a CMA-by-CMA basis, in those few areas where the aggregate attributable spectrum rises above 70 MHz, competition in those markets is thriving and will continue.

Thus, the Applicants believe the balancing of public interest benefits and harms in this case clearly is in favor of granting the requested consents. The Applicant further note that the instant transaction does not implicate any unjust enrichment payment, require waiver of any of the Commission's rules, or raise other administrative complexities. Both parties have also recently been approved as legally, financially, and technically qualified to hold Commission

licenses, and the non-U.S. ownership in Verizon Wireless has been previously passed upon and determined to be not contrary to the public interest. Accordingly, the Applicants believe the Commission should grant the requested consents on an expedited basis.

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**DESCRIPTION OF TRANSACTION,
PUBLIC INTEREST SHOWING
AND RELATED REQUESTS AND DEMONSTRATIONS**

By this application and related applications¹ (the "Applications") and pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended ("the Act"), Cellco Partnership d/b/a Verizon Wireless ("Cellco"), and its wholly-owned subsidiary AirTouch Cellular ("AirTouch") (jointly hereinafter "Verizon Wireless"), and Rural Cellular Corporation ("RCC"), hereby request the Commission's consent to the transfer of control of RCC's interests in various radio station authorizations, spectrum leases,² and international Section 214 authorizations to Verizon Wireless. As discussed herein, the proposed transaction satisfies the Commission's standards for approval, does not implicate unjust enrichment or trafficking, and does not require any waivers of the Commission's rules.

I. DESCRIPTION OF THE TRANSACTION

A. Cellco Partnership d/b/a Verizon Wireless

Verizon Wireless serves over 62 million customers throughout the United States on the nation's most reliable wireless voice and data network.³ Verizon Wireless utilizes analog⁴ and

¹ Individual applications to transfer radio station authorizations and spectrum leases controlled by RCC have been filed for each of the RCC licensee subsidiaries – RCC Atlantic Licenses, LLC (ULS File No. 0003155487) (lead application); RCC Minnesota, Inc. ("RCC Minnesota") (ULS File No. 0003159562); TLA Spectrum, LLC (ULS File No. 0003155973); and Wireless Alliance, LLC (ULS File No. 0003155970). In addition, the Applicants are concurrently filing an application on FCC Form 312 to transfer control of international Section 214 applications held by RCC and will shortly file applications to transfer control of spectrum manager leases held by RCC Minnesota.

² RCC leases spectrum in a number of markets from a variety of carriers. The disposition of these leases is discussed in Section III(H).

³ Verizon Wireless does not hold PCS or cellular licenses in the state of Alaska, but serves the lower 48 contiguous states, the District of Columbia, and Hawaii.